

LICENSOR

SOUTH CENTRAL BELL TELEPHONE COMPANY

By [Signature]
Title General Mgr.-Ntwk. Provisioning
Date 6-14-90

LICENSEE

UACC Midwest, Inc. d/b/a
United Artists Cable
Mississippi Gulf Coast
(Name of Licensee)

By [Signature]
Title Vice President
Date 6/8/90

Attest:

[Signature]
Asst. Secretary

AMENDMENT NUMBER 2

The following is Amendment Number 2 to "License Agreement for Pole Attachments" effective January 1, 1985 between United Artists Cablesystems Corporation-Midwest Inc. (UACC) ("Licensee") and South Central Bell Telephone Company ("Licensor") for Biloxi, Mississippi. The Agreement is hereby amended as follows:

Article XVI, entitled "Term of Agreement" is hereby deleted in its entirety and replaced with the following:

ARTICLE XVI

TERM OF AGREEMENT

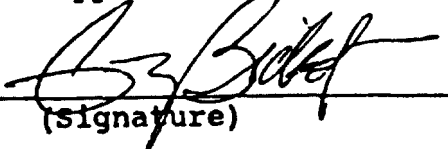
This Agreement shall terminate at 11:59 p.m. on June 30, 1990. Upon termination of this Agreement, all outstanding licenses shall terminate and shall be surrendered and Licensee and Licensor shall enter into a new License Agreement for Pole Attachments effective July 1, 1990. However, if Licensor and Licensee fail to enter into a new License Agreement for Pole Attachments prior to July 1, 1990, then, Licensee shall immediately remove its cables, equipment and facilities from all poles and anchors of the Licensor. If not so removed, Licensor shall have the right to remove Licensor's cable, equipment and facilities at the cost and expense of Licensee and without an liability therefore.

This Amendment shall be effective on June 30, 1990.

The parties hereto acknowledge that they have read this Amendment, understand it and agree to be bound by its terms and conditions. They further agree that the Agreement, together with this Amendment Number 2, constitute the entire agreement between the parties hereto with respect to the subject matter hereof.

In witness whereof, the parties hereto have executed this Amendment Number 2 by their duly authorized representatives in one or more counterparts, each of which shall constitute an original, on the dates set forth below.

UACC Midwest Inc. d/b/a
United Artists Cable
Mississippi Gulf Coast


(Signature)

JOHN GREGORY BICKET
(Printed Name)

Sr. VICE PRESIDENT
(Title)

6/8/90
(Date)

SOUTH CENTRAL BELL
TELEPHONE COMPANY


(Signature)

H. W. Hay
(Printed Name)

General Manager-Ntwk. Prov.
(Title)

06-14-90
(Date)

AMENDMENT NUMBER 2

The following is Amendment Number 2 to "License Agreement for Pole Attachments" effective January 1, 1984 between United Artists Cablesystems Corporation-Midwest Inc. (UACC) ("Licensee") and South Central Bell Telephone Company ("Licensor") for Ocean Springs, Mississippi. The Agreement is hereby amended as follows:

Article XVI, entitled "Term of Agreement" is hereby deleted in its entirety and replaced with the following:

ARTICLE XVI

TERM OF AGREEMENT

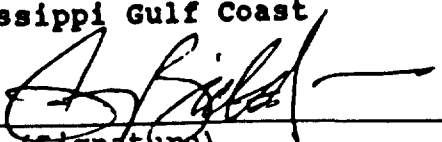
This Agreement shall terminate at 11:59 p.m. on June 30, 1990. Upon termination of this Agreement, all outstanding licenses shall terminate and shall be surrendered and Licensee and Licensor shall enter into a new License Agreement for Pole Attachments effective July 1, 1990. However, if Licensor and Licensee fail to enter into a new License Agreement for Pole Attachments prior to July 1, 1990, then, Licensee shall immediately remove its cables, equipment and facilities from all poles and anchors of the Licensor. If not so removed, Licensor shall have the right to remove Licensor's cable, equipment and facilities at the cost and expense of Licensee and without an liability therefore.

This Amendment shall be effective on June 30, 1990.

The parties hereto acknowledge that they have read this Amendment, understand it and agree to be bound by its terms and conditions. They further agree that the Agreement, together with this Amendment Number 2, constitute the entire agreement between the parties hereto with respect to the subject matter hereof.

In witness whereof, the parties hereto have executed this Amendment Number 2 by their duly authorized representatives in one or more counterparts, each of which shall constitute an original, on the dates set forth below.

UACC Midwest Inc. d/b/a
United Artists Cable
Mississippi Gulf Coast


(Signature)

JOHN GREGORY BICKET
(Printed Name)

SG. VICE PRESIDENT
(Title)

6/8/90
(Date)

SOUTH CENTRAL BELL
TELEPHONE COMPANY


(Signature)

H. W. Hay
HBC (Printed Name)

General Manager-Ntwk. Prov.
(Title)

06-14-90
(Date)

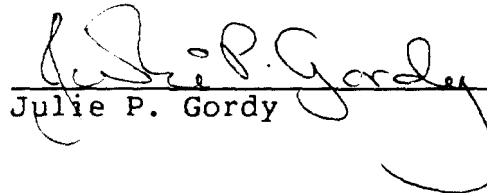
CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing "Complaint" were properly mailed, postage prepaid, this 9th day of September, 1991, to the following:

South Central Bell
P. O. Box 771
Birmingham, AL 35201
Attn: Jan Curtis

Mississippi Public Service Commission
P. O. Box 1174
Jackson, MS 39215-1174

* Kenneth P. Moran
Accounting & Audits Branch
Federal Communications Commission
Room 812
2000 L Street, N.W.
Washington, D.C. 20554


Julie P. Gordy

* By Hand Delivery